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**UNITED STATES DISTRICT COURT**

**DISTRICT OF NEVADA**

MERIDIAN OHC PARTNERS, LP,

Plaintiff,

v.

MICHAEL A. DAVIS, an individual; and  
RUDOLF STEINER FOUNDATION, INC.,  
d/b/a RSF SOCIAL FINANCE, a New York  
corporation,

Defendants.

CASE NO.: 2:16-cv-01161-JAD-CWH

**SECOND AMENDED COMPLAINT**

**(JURY DEMAND REQUESTED)**

Plaintiff Meridian OHC Partners, LP ("Meridian"), pursuant to the Federal Rules of Civil Procedure, and in particular F.R.C.P. 8(a) and 15(a)(2) (per leave of Court granted by Order dated January 23, 2017 (*see* Dkt. No. 64)), hereby sets forth its Second Amended Complaint stating and alleging as follows for its claims for relief against Michael A. Davis and the Rudolf Steiner Foundation, Inc., d/b/a RSF Social Finance ("RSF"):

## I. THE PARTIES

1  
2       1. Meridian is an investment firm specializing in small public companies. Over  
3 the past 14 years, Meridian's principals have made material investments in more than 30 such  
4 businesses. Meridian's business model involves taking large stakes in companies that are  
5 significantly undervalued by the market and working collaboratively with such companies to  
6 create or restore value. Meridian is Cyanotech's third largest stockholder, with a 13%  
7 ownership position, and was a stockholder at the times of the transactions complained of.  
8 Meridian's partners are citizens of Connecticut, Florida, Texas and Wisconsin.

9       2. Cyanotech is a production company, producing nutritional supplements  
10 including BioAstin®, Natural Astaxanthin, and Hawaiian Spirulina Pacifica®. Cyanotech is  
11 incorporated in the State of Nevada. Cyanotech does business in Nevada directly through  
12 product sales to customers in Nevada. Cyanotech's principal place of business is at the Natural  
13 Energy Lab of Hawaii on the Island of Hawaii.

14       3. Michael A. Davis ("Davis") has been the Chairman of Cyanotech's Board of  
15 Directors since 2011 and became Cyanotech's largest stockholder in 2002 when he acquired a  
16 19.6% stake in the Company. According to a Schedule 13G filed by Davis on February 5,  
17 2016, Davis claims beneficial ownership of approximately 19.6% of Cyanotech. Upon  
18 information and belief, Davis is a citizen of the State of California.

19       4. RSF is a charitable, not-for-profit corporation organized in New York, which is  
20 exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. RSF provides  
21 capital to non-profit and for-profit social enterprises addressing key issues in the areas of food  
22 and agriculture, education and the arts, and ecological stewardship. According to Cyanotech's  
23 most recent proxy statement, RSF is the second largest stockholder in Cyanotech, holding an  
24 approximately 13.5% stake. RSF's principal place of business is in California.

## II. JURISDICTION AND VENUE

25  
26       5. This Court has federal-question jurisdiction over this action under 28 U.S.C.  
27 § 1331 and 15 U.S.C. § 78aa(a) because this action concerns violations of the Securities  
28 Exchange Act of 1934, 15 U.S.C. §§ 78a *et seq.*

1           6.       The Court has personal jurisdiction over the Defendant Davis and the  
2 Defendant RSF, among other reasons, pursuant to 15 U.S.C. § 78aa(a) as the claims asserted  
3 against them arise under the Securities Exchange Act of 1934 and each have sufficient contacts  
4 with the United States for purposes of appropriate service of process pursuant thereto, and each  
5 were served summons and complaint in accordance with its terms.

6           7.       This Court is the proper venue for this action under 28 U.S.C. § 1391 and 15  
7 U.S.C. § 78aa(a) because acts constituting a violation of the Securities Exchange Act of 1934  
8 occurred within this district and because Davis and RSF are subject to personal jurisdiction in  
9 this district for claims asserted under the Act. In any event, objections as to venue have been  
10 waived.

### 11                                   **III. FACTUAL BACKGROUND**

#### 12           **A.       Section 13(d) of the Exchange Act**

13           8.       Section 13(d) of the Securities Exchange Act of 1934 (the “Exchange Act”)  
14 requires a person to file statements of beneficial ownership when such person, either alone or  
15 as part of a group, becomes the beneficial owner of 5% or more of a class of securities  
16 registered under the Exchange Act. Cyanotech’s common stock is registered under the  
17 Exchange Act.

18           9.       Section 13(d) is implemented by regulations adopted by the Securities and  
19 Exchange Commission (“SEC”), including Rule 13d-1, codified at 17 C.F.R. § 240.13d-1,  
20 which generally requires persons who are required to file reports under Section 13(d) to do so  
21 on a long-form Schedule 13D, and to do so within 10 days after the date on which they become  
22 a 5% stockholder.

23           10.      Certain passive investors may report on a short-form Schedule 13G instead of a  
24 long-form Schedule 13D. In order to qualify for use of the short-form Schedule 13G, such  
25 person must (i) have acquired securities in the ordinary course of his business and not with the  
26 purpose or with the effect of changing or influencing the control of the issuer, or in connection  
27 with or as a participant in any transaction having such purpose or effect; and (ii) be an  
28 institutional investor of the type described in Rule 13d-1. In addition, Schedule 13G is not

1 available to any person who is the beneficial owner of 20% or more of the applicable class of  
 2 securities. A Schedule 13G must be filed within 45 days after the end of the calendar year in  
 3 which the person became obligated to file, and amendments must be filed annually within 45  
 4 days after the end of the calendar year to report any changes. A person who has acquired the  
 5 securities with any purpose, or with the effect, of changing or influencing the control of the  
 6 issuer is not eligible to file on Schedule 13G. *See* Rule 13d-1(b)(1)(i).

7 11. Section 13(d)(3) of the Exchange Act addresses group membership for  
 8 purposes of Section 13(d) and provides that “[w]hen two or more persons act as a partnership,  
 9 limited partnership, syndicate, or other group for the purpose of acquiring, holding, or  
 10 disposing of securities of an issuer, such syndicate or group shall be deemed a ‘person’ for the  
 11 purposes of this subsection.” 15 U.S.C. § 78m(d)(3). The SEC regulation under Section  
 12 13(d)(3) further provides that “[w]hen two or more persons agree to act together for the  
 13 purpose of acquiring, holding, voting or disposing of equity securities of an issuer, the group  
 14 formed thereby shall be deemed to have acquired beneficial ownership . . . of all equity  
 15 securities of that issuer beneficially owned by any such persons.” Rule 13d-5(b)(1), codified at  
 16 17 C.F.R. § 240.13d-5(b)(1).

17 ***1. Davis Violated Section 13(d) by Failing to File on Schedule 13D***  
 18 ***Because He Has the Ability to Influence and Control Cyanotech***

19 12. Davis is the Company’s single largest stockholder. He controls at least 19.6%  
 20 of the stock of the Company. Davis reported his beneficial ownership on Schedule 13G from  
 21 2002 to 2016. Davis joined the Company’s board of directors in March 2003 and became its  
 22 chairman of the board in 2011. As a result of his position on Cyanotech’s ultimate governing  
 23 authority, Davis is in a position where he could change or influence control of Cyanotech. As  
 24 a result, Davis is not eligible to file on Schedule 13G and is required to file on Schedule 13D.

25 13. Even if Davis was originally eligible to file on Schedule 13G, he was required  
 26 to change his filing to a Schedule 13D once he obtained the ability to influence control of the  
 27 Company no later than in March of 2003 when he joined the Board. According to  
 28 Rule 13d-1(e), any person who previously reported on Schedule 13G must file a Schedule 13D

1 within 10 days after such person holds securities with the purpose or effect of changing or  
2 influencing control of the issuer.

3 14. In addition, upon information and belief, Davis has in fact exercised control  
4 over the Company by, among other things, taking control of Cyanotech's business activities,  
5 including making unilateral changes to the Company's strategies and operations; terminating  
6 several of the Company's chief executive officers and making changes to the Company's  
7 senior staff, including Brent Bailey, who had directed the company's retail expansion into  
8 Astaxanthin market and resigned under pressure; personally changing the job responsibilities  
9 and reporting assignments of people working within the Company; and deciding who should  
10 be added to the Company's board of directors, including as more particularly detailed below:

- 11 a. Since 2007, the Company has had five CEOs. Based on  
12 information and belief, Davis orchestrated the departures of  
13 these CEOs because they attempted to run the Company for the  
14 benefit of all stockholders rather than the personal desires of  
15 Davis;
- 16 b. Based on knowledge and belief, Davis replaced Cyanotech's  
17 previous outside law firm with a law firm that does a substantial  
18 amount of legal work for himself and entities he controls, and is  
19 therefore primarily loyal to Davis rather than the Company;
- 20 c. As chairman of Cyanotech's board of directors, Davis has  
21 regularly called meetings of the board of directors without  
22 providing required notice to all of the directors. In so doing,  
23 Davis excluded two of Cyanotech's directors, Gerald Cysewski  
24 and Bailey, from these meetings; and
- 25 d. In January 2015, David L. Vied was appointed to the Cyanotech  
26 board at the urging of Davis. Mr. Vied is an executive recruiter  
27 for a national executive recruiting firm who recruited Mr.  
28 Bailey to be Cyanotech's CEO. In March 2016, Mr. Vied

1 provided the deciding vote (the fourth vote necessary for a  
2 majority of a six-person board) for the forced resignation of Mr.  
3 Bailey. Shortly after this vote, Mr. Vied's executive recruiting  
4 firm was hired, at the direction of Davis, to recruit Mr. Bailey's  
5 successor. Mr. Vied thus voted on a matter in which he had a  
6 material conflict of interest.

7 15. In response to a demand by Meridian dated May 6, 2016, on or about May 17,  
8 2016, the Cyanotech Board of Directors appointed a Special Committee comprised of allegedly  
9 independent Board members (the "Special Committee") to investigate and consider, among  
10 other issues, whether Davis is required to file a Schedule 13D, rather than a Schedule 13G, as  
11 he had done since 2002 (though Cyanotech did not provide notice thereof to Meridian until  
12 June 8, 2016). The members of the Special Committee constituted a majority of the full Board  
13 of Directors.

14 16. On September 2, 2016, Cyanotech filed a Form 8-K in which Cyanotech  
15 reported the findings of the Special Committee, which concluded, in part, "Mr. Davis should  
16 be filing his reports pursuant to Section 13 of the Exchange Act ... on Schedule 13D, rather  
17 than on the short form Schedule 13G." The Special Committee further concluded "Mr. Davis  
18 made late Schedule 13G filings (in 2004, 2005, 2011, 2011, 2014 and 2015) and failed to file  
19 reports pursuant to Section 13 in 2006, 2008 2009 and 2012," and that reports Davis filed in  
20 2002, 2011 and 2013 contained "inaccuracies" the Special Committee concluded were  
21 "immaterial."

22 17. Davis eventually filed a Schedule 13D on September 20, 2016, but only after  
23 (i) Meridian asserted its Demand and filed its Complaint herein; (ii) the Special Committee  
24 determined "Mr. Davis should be filing his reports pursuant to Section 13 of the Exchange Act  
25 ... on Schedule 13D, rather than on the short form Schedule 13G;" and (iii) the Board adopted  
26 the recommendations of the Special Committee. Davis amended his Schedule 13D on  
27 December 20, 2016.

28 18. The Schedule 13D Davis filed is inaccurate in at least two material respects:

1           a.     At Item 4, Davis represents he “acquired shares of Common  
2                 Stock for investment purposes.” Said statement is false in that  
3                 Davis has acquired some or all of his shares for purposes of  
4                 securing and exercising control and influence over Cyanotech;  
5                 and

6           b.     At Item 6, Davis “expressly disclaims that a ‘group’ within the  
7                 meaning of Section 13(d)(3) of the [Exchange] Act exists  
8                 between [Davis] and RSF.” Said statement is false as a “group”  
9                 within the meaning of Section 13(d)(3) in fact exists between  
10                Davis and RSF.

11                2.     ***Davis and RSF Violated Section 13(d) Because They Are Part of an***  
12                ***Undisclosed Group***

13           19.     Davis has a very close relationship with RSF. When the Company’s former  
14           CEO joined the Company in 2011, Davis took him to visit RSF’s offices on his very first day  
15           on the job. Based on information and belief, Davis was responsible for RSF acquiring every  
16           share that RSF currently holds in Cyanotech. This was accomplished through a series of stock  
17           transfers by Davis and entities he controls, and via a negotiated block trade that Davis  
18           facilitated and financed.

19           20.     RSF acquired most of its Cyanotech shares in 2011. According to the  
20           Company’s SEC reports, Cyanotech began that year with a different large stockholder,  
21           VitaeLab AS, a Norwegian vitamin and supplements company, that based on knowledge and  
22           belief was, for some time, a large bulk customer of the Company. When VitaeLab acquired a  
23           5% interest in Cyanotech in 2008, VitaeLab disclosed it was an active investor and might seek  
24           to influence the Company and its board of directors. Accordingly, it reported its investment on  
25           Schedule 13D. Later in 2008, VitaeLab amended its Schedule 13D to report that its ownership  
26           interest in Cyanotech had risen materially to 9.7%, the level at which it remained thereafter.  
27           Based on information and belief, VitaeLab requested a seat on Cyanotech’s board of directors  
28           but the Company rejected this request.

21. Based on information and belief, VitaeLab called the Company's then-CEO in 2011 and told the then-CEO it was interested in selling its 9.7% stake and asked whether the CEO knew of any interested buyers. Based on information and belief, the then-CEO reported the substance of this call to Davis. According to RSF's Schedule 13G filed on May 27, 2011 (reporting RSF's acquisition) and VitaeLab's last amendment to its Schedule 13D filed on May 31, 2011 (reporting VitaeLab's sale), RSF purchased VitaeLab's shares on May 17, 2011. According to RSF's 2011 IRS annual report on Form 990, Davis gave RSF a \$2.5 million cash donation in 2011, which was sufficient to fund RSF's entire purchase. A review of other available RSF Form 990s indicates the magnitude of this \$2.5 million cash donation was unique and not repeated in other years, either before or since. Based on information and belief, RSF used the cash donation from Davis to purchase VitaeLab's stake in the Company.

22. Davis has periodically made transfers of additional shares of Cyanotech common stock to RSF. Davis did not make required Form 4 filings with the SEC to report many of these transfers. Accordingly, it is necessary to look to other sources of information to identify the timing and amounts of these transfers. The first transfer for which evidence has been obtained (RSF's IRS Form 990 for 2011) involved 76,998 shares transferred on February 17, 2011 from Davis' Skywords Foundation. Another transfer of 30,769 shares was made in 2014 (and known to have been made to RSF because RSF belatedly made its required Form 4 filing). Davis is believed to have transferred another 150,036 shares of Cyanotech stock to RSF in 2010, but neither Davis nor RSF reported this transaction.

23. Davis regularly added to his Cyanotech holdings at times coinciding with his donations of Cyanotech shares to RSF. Between February 14, 2011 and June 2, 2011, for example, Davis acquired 100,000 shares of Cyanotech stock in the open market, thus quickly recouping the 76,998 shares Davis donated to RSF at the beginning of that period. Later, as Davis disclosed in his February 20, 2014 Form 4, Davis acquired 50,000 shares of Cyanotech stock in open market purchases on February 19, 2014, one day after he transferred 30,769 shares of Cyanotech stock to RSF. Shortly after these transactions, Davis reported his ownership stake in Cyanotech to be 19.8% of the outstanding Company stock. Were it not for



1 the transfer to RSF immediately prior to Davis' share purchase, Davis' ownership interest in  
2 Company stock would have exceeded 20%.

3 24. According to RSF's SEC filings, Cyanotech is the only public company in  
4 which RSF has ever held a 5% or greater ownership position, and Cyanotech is likely the only  
5 holding RSF ever has held for five years. According to its SEC filings, RSF has never sold a  
6 single share of Cyanotech common stock since it first became a holder of such securities more  
7 than five years ago. Based on its 2011 IRS Form 990, RSF's stake in Cyanotech comprised  
8 30% to 40% of the value of its portfolio of publicly traded securities.

9 25. The investment operations of foundations such as RSF are governed by the so-  
10 called "prudent investor rule," which requires these entities to maintain diversified investment  
11 portfolios, protect the portfolio's overall liquidity and avoid investing large portions of the  
12 portfolio in speculative investments. Notwithstanding the "prudent investor rule," RSF has  
13 held 30% to 40% of its investment portfolio in a non-income-producing, illiquid microcap  
14 company for more than five years, and continues to do so.

15 26. On August 15, 2016, Cyanotech filed a Form 10-Q in which it reported its  
16 preliminary findings of the Special Committee regarding the question of whether Davis and  
17 RSF are a "group" within the meaning of Section 13d(3) of the Exchange Act and Rule 13d-  
18 5(b)(1). In its Form 10-Q, Cyanotech reported, among other things, that "[t]he shares held by  
19 RSF were originally donated [to RSF] by a foundation affiliated Mr. Davis or acquired from  
20 the proceeds of donations made by that foundation." More particularly, Cyanotech reported  
21 "the shares of Company Common Stock owned by RSF are held by RSF in an endowment  
22 fund for the benefit of Ginungagap Foundation, a non-profit corporation incorporated in 2004  
23 for the stated purpose of supporting RSF and the Tides Foundation. The terms of the written  
24 agreement between Ginungagap and RSF regarding the endowment permit Ginungagap to  
25 make non-binding recommendations to RSF with regards to the investment of the endowment  
26 fund and request grants from that fund to Ginungagap, but do not provide Ginungagap the  
27 authority to vote or dispose of the shares held by RSF. Pursuant to the terms of the bylaws of  
28 Ginungagap, two of the directors of Ginungagap are appointed by RSF and one is appointed by

1 Skywords Family Foundation, a charitable foundation affiliated with Mr. Davis. Mr. Davis  
2 serves as the president of Ginungagap and as the director appointed by Skywords Family  
3 Foundation."

4 27. Davis and RSF "act together for the purpose of acquiring, holding, voting or  
5 disposing of equity securities of an issuer, the group formed thereby shall be deemed to have  
6 acquired beneficial ownership . . . of all equity securities of that issuer beneficially owned by  
7 any such persons." By virtue of their acting as a "group" within the meaning of Section 13d(3)  
8 of the Exchange Act and Rule 13d-5(b)(1), RSF and Davis each are deemed to have acquired  
9 beneficial ownership of the entire 33% position and therefore must file a Schedule 13D, rather  
10 than a Schedule 13G.

11 28. In its September 2, 2016, Form 8-K, Cyanotech reported on the findings of the  
12 Special Committee in consideration of whether Davis and RSF are a "group" within the  
13 meaning of Section 13d(3) of the Exchange Act and Rule 13d-5(b)(1). In this context,  
14 Cyanotech reported "[t]he Special Committee has not found sufficient information to conclude  
15 that a "group" exists under Section 13(d) of the Exchange Act." The Special Committee noted,  
16 however, "that certain of the facts relating to the relationship between Mr. Davis and RSF  
17 could be consistent with the existence of a "group" ... [and] recommended that Mr. Davis  
18 consider whether or not a "group" exists" and that he "include additional disclosures in his  
19 filings under the Exchange Act regarding the relationship between Mr. Davis and RSF  
20 regarding shares for the Company's common stock." Notably, the Special Committee did not  
21 conclude Davis and RSF did not constitute a "group" within the meaning of Section 13d(3) of  
22 the Exchange Act and Rule 13d-5(b)(1).

23 29. Davis, Ginungagap and RSF have acted together in other contexts. In 2000,  
24 RSF collaborated with two other nominally charitable entities to form a "supporting  
25 organization" named Yggdrasil Land Foundation ("Yggdrasil"). Upon information and belief,  
26 RSF reserved the right to appoint at least two members of the Board of Trustees of Yggdrasil.  
27 Presently, the Chairman of the Board and the Chief Operating Officer of RSF serve as RSF  
28 "appointees" to the Yggdrasil Board of Trustees, and RSF's Vice President of Organizational

1 Culture serves as an “at large” member of Yggdrasil’s Board of Trustees. Also in 2000,  
2 Yggdrasil acquired by donation an 87 acre farm in Mendocino California now known as  
3 Filigreen Farm. Sometime after 2004, Ginungagap, under the control of Davis, created an  
4 entity known as Filigreen Farm LLC. Filigreen Farm LLC thereafter entered into a 30-year  
5 lease pursuant to which it operates Filigreen Farm.

6 30. On September 20, 2016, apparently in response to the Special Committee  
7 findings, Davis filed a Schedule 13D. The Schedule 13D Davis filed contains material  
8 inaccuracies as described in paragraph 18, supra, and such material inaccuracies have not been  
9 corrected despite the fact Davis amended his Schedule 13D on December 21, 2016.

10 31. RSF, for its part, has not filed a Schedule 13D as it is required to do given  
11 Davis and RSF constitute a “group” within the meaning of Section 13(d)(3) of the Exchange  
12 Act.

13 **B. The Cyanotech Board Has Been Given Notice of The Foregoing Violations**  
14 **of Law and Has Refused Demand of Action**

15 32. Meridian informed the Cyanotech Board of the foregoing violations of law,  
16 among others, in a letter dated May 6, 2016. A copy of this letter is attached as Exhibit A.

17 33. In its May 6, 2016 letter, Meridian provided facts illustrating Davis’ and RSF’s  
18 failure to comply with Federal securities laws by failing to file Schedules 13D.

19 34. In its September 2, 2016 Form 8-K, Cyanotech made clear it would not take  
20 action against Davis or RSF for their failure to file appropriate and accurate Schedules 13D or  
21 against Davis for providing materially false and misleading information to Cyanotech that was  
22 included in its SEC filings.

23 35. In a follow-on letter dated September 9, 2016 from counsel for Special  
24 Committee to Meridian, expressly speaking to Meridian’s “Demand for Action,” counsel  
25 confirmed that the “Board of Directors ... adopted the recommendation of the Special  
26 Committee and passed a resolution electing not to pursue the actions you requested be taken in  
27 the Demand Letter ... . As such, the Board of Directors has formally refused your demand.”



1           42.     Davis and RSF constitute a “group” pursuant to Rule 13d-5 because Davis and  
2 RSF have agreed and acted together for the purpose of acquiring, holding, voting or disposing  
3 of equity securities of Cyanotech within the meaning of 17 C.F.R. § 240.13d-5(b)(1).

4           43.     Davis’ and RSF’s failure to fully and accurately make the disclosures required  
5 by Section 13(d) deprives Meridian and the other Cyanotech shareholders of the protections  
6 afforded by that Section and its implementing rules. More particularly, Meridian has suffered  
7 irreparable harm in failing to receive information mandated by Section 13(d) in at least the  
8 following material respects:

- 9                   a.     Meridian has been denied relevant information required to make  
10 informed investment decisions related to corporate governance  
11 issues, including its relative ownership position vis-à-vis other  
12 individual and group holders of Cyanotech stock;
- 13                   b.     Meridian has been denied relevant information required to  
14 evaluate Davis’ and RSF’s purposes in forming the undisclosed  
15 group alleged herein and the potential impact the formation of  
16 that group may have on Cyanotech and Meridian’s stock  
17 holdings;
- 18                   c.     Meridian has been denied relevant information required to  
19 accurately evaluate the true value of its holdings of Cyanotech  
20 stock;
- 21                   d.     Meridian has been denied relevant information required to make  
22 informed investment decisions as to whether to acquire, hold or  
23 dispose of Cyanotech stock, and how to exercise its voting  
24 rights in the Cyanotech stock it holds; and
- 25                   e.     Meridian has been deprived of representation by a Board elected  
26 with full and complete information an ordinary reasonable  
27 holder of Cyanotech stock would consider important in voting  
28 for and electing a Board, a fact compounded by Cyanotech’s

1 failure to disclose all relevant results of the Special Committee  
2 investigation prior to the 2016 meeting of stockholders, to the  
3 extent then known.

4 44. Irreparable injury to Meridian will persist if Davis and RSF are not compelled  
5 to file, and in fact file, accurate Schedules 13D.

6 45. The issues outlined herein are an actual case in controversy within the  
7 jurisdiction of this Court.

8 46. Meridian seeks a declaration of this Court pursuant to the Federal Declaratory  
9 Judgment Act, 28 U.S.C. §§ 2201–2202, finding as follows:

- 10 a. That Davis owns greater than 5% of the shares of Cyanotech,  
11 has the power to and does in fact control and influence  
12 Cyanotech and therefore is required to file Schedule 13D;
- 13 b. That Davis and RSF constitute a “group” pursuant to  
14 Rule 13d-5 that has acquired beneficial ownership for the  
15 purposes of Section 13(d) and 13(g) of the Exchange Act;
- 16 c. That Davis and RSF are required by Rule 13d-1(c)(3) and  
17 federal securities laws to file truthful and complete  
18 Schedules 13D as members of a “group” pursuant to federal  
19 law;
- 20 d. That Meridian is entitled to preliminary and permanent  
21 injunctive relief (i) ordering Davis and RSF to file truthful and  
22 complete Schedules 13D pursuant to federal law; and (ii)  
23 restraining Davis and RSF from voting any of the shares of  
24 Cyanotech they control unless and until they file truthful and  
25 complete Schedules 13D pursuant to federal law; and
- 26 e. Any other relief the Court finds fair and equitable.
- 27  
28

**PRAYER FOR RELIEF**

WHEREFORE, Meridian prays for judgment against Defendants under its Claim for Relief as follows:

- a. Declaratory and injunctive relief as specifically set forth and requested in the First Claim for Relief as outlined above;
- b. Costs and reasonable attorneys' fees as allowed by law; and
- c. Such other and further relief as the Court deems just or equitable in this case.

**JURY DEMAND**

Pursuant to Federal Rule of Civil Procedure 38(b) and LR 38-1, Meridian hereby demands a trial by jury of all claims and issues triable as of right by jury.

DATED this 13th day of February, 2017.

**HOLLEY DRIGGS WALCH  
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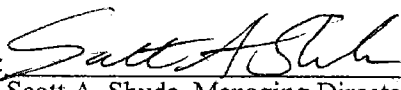
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**VERIFICATION**

I, Scott A. Shuda, upon my oath state that I am the Managing Director of TSV Investment Partners, LLC, general partner of Meridian OHC Partners, LP. I have read the foregoing Second Amended Complaint and the facts contained therein are true and correct to the best of my personal knowledge.

MERIDIAN OHC PARTNERS, LP

BY: TSV INVESTMENT PARTNERS, LLC,  
its General Partner

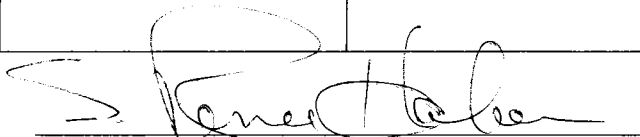
By:   
Scott A. Shuda, Managing Director



**CERTIFICATE OF SERVICE**

Pursuant to FRCP 5(b), I certify that on the 13<sup>th</sup> day of February, 2017, I caused the document entitled **SECOND AMENDED COMPLAINT**, to be served as follows:

Attorneys of Record	Parties Represented	Method of Service
I-Che Lai, Esq. WILSON ELSER MOSKOWITZ EDELMAN & DICKER, LLP 300 South Fourth Street, 11 <sup>th</sup> Floor Las Vegas, Nevada 89101  Michael P. McCloskey, Esq. WILSON ELSER MOSKOWITZ EDELMAN & DICKER, LLP 655 West Broadway, Suite 900 San Diego, California 92101	Defendant Rudolf Steiner Foundation, Inc. d/b/a RSF Social Finance	<input type="checkbox"/> Personal Service <input checked="" type="checkbox"/> Email/E-File <input type="checkbox"/> Fax Service <input type="checkbox"/> Mail Service
Dennis L. Kennedy, Esq. Sarah E. Harmon, Esq. BAILEY KENNEDY 8984 Spanish Ridge Avenue Las Vegas, Nevada 89148-1302  James G. Kreissman, Esq. Stephen P. Blake, Esq. SIMPSON THATCHER & BARTLETT LLP 2475 Hanover Street Palo Alto, California 94304	Attorneys for Defendant Cyanotech Corporation	<input type="checkbox"/> Personal Service <input checked="" type="checkbox"/> Email/E-File <input type="checkbox"/> Fax Service <input type="checkbox"/> Mail Service
Alex L. Fugazzi, Esq. V.R. Bohman, Esq. SNELL & WILMER LLP 3883 Howard Hughes Parkway Suite 1100 Las Vegas, Nevada 89169  Timothy P. Crudo, Esq. Lynsdsey M. Marcelino, Esq. COBLENZ PATCH DUFFY & BASS LLP One Montgomery Street, Suite 3000 San Francisco, California 94104-550	Attorneys for Defendant Michael A. Davis	<input type="checkbox"/> Personal Service <input checked="" type="checkbox"/> Email/E-File <input type="checkbox"/> Fax Service <input type="checkbox"/> Mail Service

  
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